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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: GEM MANAGMENT CORPORATION  
AUDIT NUMBER.....H97000004167  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$122.50

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**ARTICLES OF INCORPORATION**

**TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE, FLORIDA**

I, the undersigned natural person of the age of twenty-one or more, acting as incorporator of a corporation under title 607.164, of the LAWS of the State of Florida, adopt the following Articles of Incorporation for such corporation.

1. The name of the corporation, hereinafter referred to as the Corporation, shall be GEM Management GROUP, CORPORATION
2. The duration of the Corporation shall be perpetual.
3. The object and purpose for which the Corporation is formed is to engage in the ownership and management of a technical assistance to health care providers and any other business permitted by law.
4. The aggregate number of shares which the Corporation is initially authorized to issue is one thousand (1000). There shall be one class of stock with a par value of one dollar(\$1.00). There shall be no preferences, qualifications, limitations, restrictions or special rights with respect to the one class of stock.

Prepared by: Nations Business Center, Inc.  
3900 NW 79th Avenue, S-326  
Miami, FL 33166  
(305) 591-9448.

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5. Shareholder have the pre-emptive right to acquire additional shares of stock.
6. Provisions for the regulation of the internal affairs of the Corporation are contained in the By-Laws of the Corporation.
7. The Corporation will not commence business until at least one thousand dollars (\$1,000) has been received by it as consideration for the issuance of shares.
8. The initial registered office and principal place of the Corporation shall be located at: 11035 NW 19TH Manor Coral Springs, FL 33065. The initial registered agent is Gary Mckee.
9. The following person shall constitute the initial Board of Directors of the Corporation, and shall serve until the first annual meeting, or until, their successors shall be elected: Gary Mckee who resides at 11035 NW 19th Manor Coral Springs, FL 33065.
10. The incorporator of this corporation is Gary Mckee, who resides at the address stated in Paragraph 9.

11. The Articles of Incorporation shall constitute a binding agreement and may be amended by the affirmative vote of majority of the Board of Directors in Office.
12. The registered agent acknowledges that he/she is familiar with and accepts, the duties and responsibilities of registered agent for this Corporation.

IN WITNESS WHEREOF, We have duly executed and adopted these ARTICLES OF INCORPORATION, on this 3rd day of March 1997.

  
\_\_\_\_\_  
Gary McKee  
Incorporator/Director/Registered Agent

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 3rd DAY OF March, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires



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